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*Attorneys for Plaintiff
Debt Resolve, Inc.*

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

DEBT RESOLVE, INC.,	:	Civil Action No. 07-103(MLC)
	:	
Plaintiff,	:	DECLARATION OF
	:	JAMES D. BURCHETTA
v.	:	SUBMITTED IN SUPPORT OF
	:	DEBT RESOLVE'S 3/8/07
APOLLO ENTERPRISE SOLUTIONS,	:	RESPONSE TO THE ORDER
LLC	:	TO SHOW CAUSE ON
	:	JURISDICTION
Defendant.	:	

James D. Burchetta declares as follows:

1. I am a lawyer duly admitted in the State of New York, and CEO and Co-Chairman of the plaintiff, Debt Resolve, Inc. ("Debt Resolve").

2. I have been the CEO and Co-Chairman of Debt Resolve since its inception in 2003, and am familiar with the facts and circumstances which gave rise to the lawsuit.

3. I understand that this Declaration is being submitted in support of Debt Resolve's memorandum dated March 8, 2007 in response to the Court's Show Cause Order concerning jurisdiction.

4. Each of the parties offers and provides its software platform or system to creditors throughout the U.S. for nationwide use with debtors. Debt Resolve understands, for example, that Apollo provides its system to the Bank of America and its debtors. When a debtor interacts with Debt Resolve's system, the debtor is interacting directly with a computer software system maintained and administered by Debt Resolve. Debt Resolve understands that Apollo's accused system, in that respect, works exactly the same way. Thus, when a debtor interacts with Apollo's system, he or she is interacting, directly accessing, an online computer software system that is maintained and administered by Apollo. Apollo's contract may be with the creditor, who licenses the accused system, but Apollo operates the accused system and the debtor interacts directly with Apollo's accused infringing system.

5. The creditors with whom Debt Resolve and Apollo contract typically have a national portfolio of debtors to whom such an online debt collection system is made available. For example, it is my understanding that Apollo provides services for the Bank of America to invite its customers nationwide to make payments using the Apollo system. I believe that the Bank of America, one of the country's leading financial institutions, conducts substantial business within the State of New Jersey and very likely has many debtors who are New Jersey residents.

6. Because New Jersey is one of the most populous states in the country, such a portfolio must, as a statistical matter, or must almost certainly, include debtors

located in New Jersey (as well as in New York). Debt Resolve's own experience bears this out. Debt Resolve has thousands of New Jersey debtors within its debtor portfolios, of which close to 1000 are registered to use its system. (Similar figures pertain with respect to New York debtors.) Given its knowledge and experience in this industry, Debt Resolve has every reason to expect that Apollo also has a substantial number of New Jersey (and New York) debtors within its debt portfolios and has a similar number of New Jersey (and New York) debtors to whom the accused system has been specifically offered for use and/or who have actually used the accused system.

7. Apollo offers for sale an online collection system to clients throughout the United States, including but not limited to New Jersey. The defendant, like Debt Resolve, solicits major U.S. banks, collection agencies and debt buyers, in part, by attending trade shows and conventions. These shows and conventions are attended by prospective customers who have offices within the State of New Jersey (as well as within the State of New York) and have customers in and derive substantial revenue from New Jersey residents. Attached as Ex. A is a list that includes prospective New Jersey customers who attended a recent debt buyer's convention in Las Vegas, Nevada on February 7-9, 2007. Apollo was present at this show through its sales representative, Edward Fontaine, who, I believe, had discussions with these New Jersey customers.

8. Apollo has attended numerous other trade conferences and conventions where I believe they have solicited New Jersey customers, including, for example, those listed in Ex. B. hereto.

9. Defendant's sales representative for the Northeast of the United States is Edward Fontaine. Until June 30, 2006, he was an employee of Debt Resolve. I had a

recent conversation with Mr. Fontaine at the Collection Technology trade show in Las Vegas, Nevada on January 24, 2007, at which time Mr. Fontaine made the following statement: "Things are going great. It's easy for me to meet clients in New York, New Jersey and Pennsylvania since I live in Rhode Island."

10. By these statements I understood Mr. Fontaine to be acknowledging that Apollo seeks and conducts business within the State of New Jersey. New York and New Jersey, particularly the New York metropolitan area, have a large concentration of prospective customers in the collection and debt buying industry, including MRS Associates in Cherry Hill, New Jersey.

11. Based on reports from my sales staff, I believe that, at least as of last year, Apollo was affirmatively seeking business from MRS Associates in Cherry Hill, New Jersey, as was Debt Resolve.

12. Based on the foregoing, it is my belief that Apollo has mailed marketing materials and/or conducted numerous communications via email and telephone with prospective customers within the state of New Jersey.

13. Apollo maintains a company website at www.apolloenterprise.com. This website is distinct from Apollo's web-based accused infringing system. Through the company website, prospective customers, including those from New Jersey, can schedule a live web demonstration of Apollo's products, submit questions to be answered by Apollo personnel, or request contact from an Apollo sales representative. The website indicates that such responses or demonstrations are provided by Apollo after the prospective customer submits the appropriate contact information (name, company name,

address (including city, state and zip code), phone number, e-mail address, and company website) through an online form.

14. Debt Resolve has less than 20 employees, including four executive officers, all of whom work in New York, and has one office, which is in White Plains, New York. Debt Resolve has no offices, facilities, local telephone listings or bank accounts in California, nor does it own or lease any real property or employ any persons in California. Debt Resolve has not filed a Certificate of Qualification in California. Debt Resolve perceives no reason why it would be any more of a burden for Apollo to litigate these issues in New Jersey, or in another forum on the East Coast, than it would be for Debt Resolve to litigate these issues in the Central District of California.

15. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

March 8, 2007



James D. Burchetta

Exhibit A

NJ	Throfare	Eric	Endlein	Accounts Receivable Management, Inc.	155 Mid Atlantic Parkway
NJ	Throfare	Joe	Burch	Accounts Receivable Management, Inc.	155 Mid Atlantic Parkway
NJ	Englewood Cliffs	Lorri	Smith	Asta Funding, Inc.	240 Sylvan Avenue
NJ	Englewood Cliffs	Nan	Belinson	Asta Funding, Inc.	210 Sylvan Avenue
NJ	Englewood Cliffs	Robert	Knight	Asta Funding, Inc.	210 Sylvan Avenue
NJ	Montville	Celeste	Anderson	Automated Collection Control, Inc.	170 Changebridge Road Suite D4
NJ	Montville	Warren	Rosenfeld	Automated Collection Control, Inc.	170 Changebridge Road Suite D4
NJ	Montville	Faith	Braverman	Automated Collection Control, Inc.	170 Changebridge Road, Bldg. A4
NJ	Montville	John	Meehan	Automated Collection Control, Inc.	170 Changebridge Road, Bldg. A4
NJ	Montville	Nicholas	Arcaro	Commercial Legal Software, Inc.	170 Changebridge Road, Bldg. A4
NJ	Montville	Stevan	Goldman	Commercial Legal Software, Inc.	170 Changebridge Road, Suite A4
NJ	Elmwood Park	David	Goldberg	CSG Acquisitions Inc	475 Market Street
NJ	Burlington	Sam	Hull	Debt Services Group	62 Arrowhead Dr
NJ	Berlin	David	Sargent	Dial Connection, LLC	1040 Route 73 South
NJ	Berlin	Michael	Vesper	Dial Connection, LLC	1040 S. Route 73
NJ	Parsippany	Phil	Kahn, Esq.	Fein, Such, Kahn & Shepard, P.C.	7 Century Drive
NJ	Fairfield	Floyd	Henderson	Fillimerica, Inc.	277 Fairfield Road, Suite 309
NJ	Fairfield	Thomas	Fillman	Fillimerica, Inc.	277 Fairfield Road, Suite 309
NJ	Mays Landing	Robert	Myers	Global Connect	5218 Atlantic Avenue Suite 202
NJ	Mays Landing	Dallin	Blrd	Global Connect	5218 Atlantic Avenue, Suite 202
NJ	Pine Brook	Michael	Tobia	Goldman & Warshaw, P.C.	34 Maple Avenue, Suite 101
NJ	Eatonstown	Marlin	Rubin	Hayt, Hayt & Landau, LLC	P. O. Box 500
NJ	Union	Samuel	Tuchman	Jackson Capital, Inc.	1119 Springfield Road
NJ	Wayne	Thomas	Mesce	Laridian Consulting, Inc.	577 Hamburg Turnpike
NJ	Edison	Kevin	O'Connell	LSSI	101 Fieldcrest Avenue, Raritan Plaza III, 4th Floor
NJ	Cherry Hill	Paul	Aaronson	Mattleman, Weinroth & Miller	401 Route 70 East
NJ	Cherry Hill	Saul	Freedman	MRS Associates, Inc.	3 Executive Campus, Suite 400
NJ	Whippany	Eric	Sombers	New Century Financial Services	110 S. Jefferson Rd., Suite 104
NJ	Whippany	Jeffrey	Esposito	New Century Financial Services	110 S. Jefferson Rd., Suite 104
NJ	Whippany	Diane	Piras	New Century Financial Services	110 S. Jefferson Rd Suite 104
NJ	Westampton	Adam	Cohen, Esq.	Phillips & Cohen Associates, Ltd.	695 Rancocas Road
NJ	Westampton	Matthew	Phillips	Phillips & Cohen Associates, Ltd.	695 Rancocas Road
NJ	Cedar Knolls	Albert	Pierro	Pressler & Pressler, L.L.P.	16 Wing Drive
NJ	Cedar Knolls	Gerard	Fell	Pressler & Pressler, L.L.P.	16 Wing Drive
NJ	Cedar Knolls	Shannon	Nicholls	Pressler & Pressler, L.L.P.	16 Wing Drive
NJ	Paramus	Andrew	Eichenbaum	RAB Performance Recoveries, LLC	10 Forest Avenue
NJ	Paramus	Richard	Eichenbaum	RAB Performance Recoveries, LLC	10 Forest Avenue
NJ	Long Valley	Gary	Christopher	RealEDA Information Services	31 Ramney Road
NJ	Frenchtown	Steven	Mitnick	SM Financial Services Corporation	P.O. Box 429
NJ	Princeton	Michael	Chiodo	vCollect Global Inc.	650 College Road East, Suite 1800
NJ	Wall	James	Mastriani	Velocity Asset Management, Inc.	3100 Route 138 W
NJ	Wall	Adam	Atkinson	Velocity Asset Management, Inc.	3100 Route 138 W
NJ	Wall Township	W. Peter	Ragan, Jr.	Velocity Asset Management, Inc.	3100 Route 138 W
NJ	Warren	Robert	Hanna	Weitman, Weinberg & Reis Co., L.P.A.	11 Chestnut Hill

Exhibit B

**Trade Shows & Collection
Attended by Debt Resolve**

2006

2/7/06-2/9/06:	9 th Annual Debt Buyer's Association Conference – Las Vegas, NV
3/15/06-3/17/06:	National Collection & Credit Risk
5/2/06-5/5/06:	CRS2006 Conference – Las Vegas, NV
5/10/06-5/12/06:	Auto Finance Operations & Technology Summit Conference
5/18/06-5/19/06:	NARCA 2006 Spring Collection Conference
6/7/06-6/9/06:	CB Collections Conference - New Orleans
9/5/06-9/8/06:	Debt Connection Symposium – LA
9/14/06-9/15/06:	National Investment Banking Association – Chicago
10/11/06-10/13/06:	Card Collection Conference - Las Vegas, NV
11/14/06	Debt Sales Conference – Toronto, Canada
12/7/06 – 12/8/06	Collection Advisor Tech – Las Vegas

2007

1/24/07-1/27/07:	Collection Technology Summit – Las Vegas, NV
2/7/07-2/10/07:	10 th Annual Debt Buyer's Association Conference – Las Vegas, NV

2007 Scheduled Trade Shows

3/11/07 – 3/13/07:	11 th Annual Nat'l Collections Credit & Risk Conference – Boca Raton, FL
4/11- 4/13/07:	Credit and Collection News Conference - Palm Desert, CA
4/14-4/18/07:	American Gas Association/ EEI Customer Service Conference and Exposition - Indianapolis, IN
4/22/07-4/24/07:	19 th Annual Card Forum & Expo -Boca Raton, FL
5/16/07-5/17 2007	Credit Show 2007 - London, England
10/9/07-10/10/07:	Uncollectibles Workshop - Newport, RI